

*Attorney Profile*

## DAVID M. SEREPCA



Mr. Serepca heads the corporate and transactional practice of MCMAHON SEREPCA LLP. He advises and represents operating and investment companies and their stakeholders in corporate, partnership, securities and transactional business matters. He also brings extensive expertise as a general counsel across a broad spectrum of industries including electronics manufacturing, real estate, semiconductor, retail, telecommunications, biotechnology, medical device, biopharmaceutical, software and professional services.

### M&A

Representing clients in transactions on the sell-side and the buy-side, as well as numerous other stakeholders (e.g., founders, managers, board members, stockholders, other owners and employees), he structures and advises on transactions using asset purchases, equity sales and statutory mergers. His deals involve cash and securities, as well as all forms of business entities. These tax-sensitive transactions range from sales of non-operating assets to acquisitions of going concerns involving large public companies. He also represents M&A transaction intermediaries and fiduciaries in solvent and insolvent situations (e.g., acquisition subsidiaries, assignees for the benefit of creditors, etc.).

### Finance

Representing clients in corporate and commercial finance transactions, both on the company and investor side, Mr. Serepca works with virtually all legal aspects of operating company finance and financing transactions. He routinely advises in equity financings, including founders' rounds, angel investments, venture capital financings and public offerings, as well as in debt financings, including bridge and bank financings, both secured and unsecured. He also represents clients in complex structured financings involving real estate, equipment, special purpose entities and trusts, such as leveraged leases, revenue bonds and Islamic Shari'ah compliant transactions. Mr. Serepca also structures and represents clients in real estate investment and development fund formation, and represents portfolio companies.

### Commercial Transactions

Mr. Serepca extensively represents clients in commercial transactions, including structuring and executing customer contracts, supply agreements and licenses, as well as in ongoing global reseller arrangements and other distribution relationships. He represents clients in commercial leasing matters, including with commercial real estate (e.g., office, manufacturing and retail), and has extensive experience in specialized equipment leasing transactions (e.g., manufacturing and transportation equipment, such as ships and aircraft).

### General Counsel

His practice includes attending board meetings as general counsel, and advising operating companies on handling all aspects of general legal compliance and administration, including coordination with and/or management of other counsel. Mr. Serepca provides general corporate, partnership and securities representation and advice under corporate laws (e.g., California and Delaware), as well as under federal and state "blue sky" securities laws applicable to issuers, resellers, broker/dealers, and their agents. Mr. Serepca routinely:

- *advises clients in business entity selection during company formations and for use in transactions;*
- *advises senior management and represents clients in dispute resolution negotiation and settlement transactions;*
- *represents entities doing business in California in corporate compliance, including non-California entities of multinationals; and*
- *advises stakeholders with regard to process choices in insolvency situations.*

## Professional Activities

Mr. Serepca is a member and past officer of the Corporations Committee of the Business Law Section of the State Bar of California, serving on numerous subcommittees. The Corporations Committee acts for the benefit of all corporate and securities law practitioners throughout the State of California in connection with legislation, education, and best practices on both the national and local level.

He is a Primary Contributor to the Handbook for Incorporating a Business in California (2005), a Report by the Corporations Committee, and an Update Author (2006) and Author (2007-2009) for Choosing the State of Organization in Selecting and Forming Business Entities, a CEB publication. As a Co-Panelist, Mr. Serepca presented Recent Developments in California Corporate Law at the 2005 California State Bar Annual Meeting in San Diego, and Incorporating a Business in California at the 2006 Winter Section Education Institute in Santa Monica.

Other distinctions include serving as special advisor to the California Cyberspace Law Committee (2006-2007), a member of the Corporate Counsel Executive Committee of the Santa Clara County Bar Association (Chair 2007), and a member of the CEB Business and Intellectual Property Law Advisory Committee (2007-2008). Mr. Serepca is a member of the Cornell Alumni Association of Northern California.

## Background and Education

Over the past 15 years, Mr. Serepca has served as general counsel of numerous companies, and has practiced at large, international law firms, representing clients in transactions of all sizes. He practiced corporate and securities law at Wilson Sonsini Goodrich & Rosati, one of the leading U.S. corporate and securities law firms for private and public companies. He practiced with the corporate group in commercial and structured finance transactions at Lillick & Charles, one of California's oldest law firms. And he practiced banking, bankruptcy and commercial law at Buchalter, Nemer, Fields & Younger, one of California's leading real estate and commercial law firms. Mr. Serepca has also served as general counsel and a corporate officer of Sanrise Group, Inc., the largest data storage software and services provider at Exodus Communications Internet Data Centers worldwide and a Crosspoint Venture Partners portfolio company.

Mr. Serepca earned his Juris Doctor degree from the University of San Francisco School of Law in 1992. During law school, he clerked for the lead trial counsel for the State of Alaska in the North Slope Oil Royalty Litigation, for the lead trial counsel (liability) for the Chubb Insurance Companies, and for the general counsel of the Western Regional Headquarters of the Federal Deposit Insurance Corporation. He earned his Bachelor of Science degree from Cornell University in 1989, with a major in consumer economics and housing policy analysis and minor in nutritional biochemistry.

## Personal Interests and Activities

Mountain biking, alpine skiing, underwater photography and scuba diving (PADI Dive Master rated and TDI Advanced Trimix certified to 100m).